

TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1007.
FILED, DECEMBER 12th. 1963.

PARADAY URANIUM MINES LIMITED

Full corporate name of Company
Incorporated under Part XI of The Companies Act by Letters Patent dated June 22, 1949. Supplementary Letters Patent issued Jan. 19, 1954
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.

The Company proposes:-

- (a) to sell certain of its assets, not including certain shares of other companies held by it but including its mining properties, to Nickel Mining & Smelting Corporation, 100 Adelaide Street West, Toronto, in consideration of shares of Nickel Mining & Smelting Corporation after reorganization of that Company's share capital on a one for five basis and the change of its name to Metal Mines Limited; (See Schedule "A" attached hereto)
- (b) to change its name from Faraday Uranium Mines Limited to The Canadian Faraday Corporation Limited or such other name as may be approved by the Provincial Secretary.
- (c) To vary the objects of the Company contained in the Letters Patent so that the Company is not subject to Part IV of The Corporations Act and to acquire, in addition to general mining powers, those of a holding company.
- (d) To change the capital of the Company as follows:
 - (i) To change the 4,405,910 issued shares and the 594,090 unissued shares of the Company both with the par value of \$1.00 each into 4,405,910 issued and 594,090 unissued shares without nominal or par value;
 - (ii) to consolidate the 4,405,910 issued shares of the Company without par value into 1,762,364 issued shares without par value, ranking on a parity with the remaining 594,090 unissued shares of the Company. (The consolidation is on the basis of 2 new shares for each 5 old shares).
 - (iii) to increase the authorized capital of the Company from 2,356,454 shares to 3,500,000 shares by creating an additional 1,143,546 shares without par value, ranking on a parity with the existing 2,356,454 shares of the Company provided that the 3,500,000 shares shall not be issued for a consideration exceeding in amount or value the sum of \$10,000,000 or such greater amount as the Board of Directors of the Company deems expedient, on payment to the Treasurer of Ontario of the fees payable on such greater amount and on the issuance by the Provincial Secretary of a Certificate of such payment.

SCHEDULE "A"

Pursuant to Agreement as of the 30th day of June, 1963, between the Company and Nickel Mining & Smelting Corporation (hereinafter referred to as "Nickel Mining"), 100 Adelaide Street West, Toronto, subject to the approval of the terms of the Agreement by the respective shareholders, the acceptance for filing by the Toronto and Canadian Stock Exchanges of a Filing Statement of the parties respectively, and the issue of Supplementary Letters Patent to the Company changing its name to The Canadian Faraday Corporation Limited or such other name as may be approved by the Provincial Secretary, varying the objects of the Company contained in the Letters Patent so that the Company is not subject to Part IV of The Corporations Act, and acquiring in addition to general mining powers, those of a holding company, and also changing the capital structure of the Company as more particularly set out in items 1. (d), (i), (ii) and (iii) of this Filing Statement, all by December 31, 1963, the Company has agreed to sell and Nickel Mining has agreed to purchase all of the assets and undertakings of the Company except shares in certain companies held by it, subject to the Company's liabilities, for a consideration consisting of the assumption by Nickel Mining of the liabilities of the Company and the allotment and issue as fully paid and non-assessable of shares of the capital stock of Nickel Mining as re-organized in the number which bears the same ratio to the issued capital of Nickel Mining as re-organized which the value of the net assets of the Company purchased bears to the value of the net assets of Nickel Mining. It has been determined that the number of shares of Nickel Mining to be issued to Faraday following the re-organization of the capital stock of Nickel Mining on the basis of one new share for each five old shares, is 5,738,284. In determining the value of the respective net assets, fixed assets other than mining properties have been taken at their appraised value, as appraised by Kilborn Engineering Limited, and all other assets at book value less such reserves and plus such increments as the respective auditors of the parties may in consultation determine and the parties approved.

The agreement further provides that all adjustments shall be made as of June 30, 1963, and as and from that date subject to the terms and conditions of the agreement the Company shall be deemed to be carrying on its undertaking for the account and risk of Nickel Mining and that the transaction contemplated by the agreement shall be closed not later than the tenth business day following the occurrence of the last of the approval of the respective shareholders, the acceptance for filing of the Filing Statements and the issue of Supplementary Letters Patent, hereinbefore referred to.

2. Head office address and any other office address.

Head Office: Suite 1600, 100 Adelaide Street West, Toronto, Ontario
Mine Office: Bancroft, Ontario

3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.

Ashton William Johnston	President and Managing Director., Mining Executive and Professional Engineer. 55 Edgehill Road, Toronto, Ontario
William McKee	Secretary-Treasurer and Director. R.R. #1, Streetsville, Ontario.
Archibald Burnside Whitelaw	Director. Solicitor. 11 Yorkleigh Ave. Weston, Ontario.
William Clarke Campbell	Director. Solicitor. 95 Dunvegan Road, Toronto, Ontario.
George L. Jennison	Director. Investment Dealer. 243 Warren Road, Toronto, Ontario.
John K. McCausland	Director. Investment Dealer. 18 Oriole Gardens, Toronto, Ontario.
Leslie E. Wetmore	Director. Accountant. 1394 Milton Ave. Port Credit, Ontario
William O'Shaughnessy	Assistant Secretary-Treasurer Accountant. 200 Ridley Blvd. Toronto, Ontario.

4. Share capitalization showing authorized and issued and outstanding capital.	Present Capital - Authorized: 5,000,000 shares of the par value of \$1.00 each Issued and outstanding: 4,405,910 shares Proposed capital after re-organization is completed - Authorized: 3,500,000 shares without nominal or par value Issued and outstanding: 1,762,364 shares
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	N.A.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	N.A.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The transfer of assets referred to above will be submitted to the shareholders for approval and is also subject to acceptance of Filing Statements by the Stock Exchanges on which the shares of the Company are listed. Following such approvals, however, the transfer will take effect as and from June 30, 1963.</p> <p>The present business of the Company, namely, the mining of uranium from its Bancroft properties will continue until at least June 30, 1964, under the present contract with Eldorado Mining & Refining Limited, but will be carried on by Metal Mines Limited of which Faraday will own 88.39% of the issued and outstanding shares. This Company will also carry on the business of mining and milling nickel ores from the present Nickel Mining & Smelting Corporation properties and the sale of concentrates to International Nickel Company of Canada Limited. Faraday will continue to hold its shares of Canadian Silica Corporation Limited, Western Mines Limited and Trigon Associates Limited. Reference is made to item 17. for a complete list of investments in other companies.</p> <p>It is considered by Faraday's directors that the sale of assets and recapitalization as outlined herein will not alter the amount of surplus available for distribution to the shareholders as dividends. The Company does not intend to carry on active mining development work except through its subsidiaries. The Directors of the Company intend to pay a dividend of 10¢ per share on the old stock or 25¢ per share on the new stock as soon as the transactions are approved and the Company and Nickel Mining are re-organized. If the transactions are not approved the Directors of the Company intend to pay a dividend of 10¢ per share on the old stock in any event. Future dividends will depend on earnings.</p>
10. Brief statement of company's chief development work during past year.	The Company has been engaged in mining uranium ore from its properties at Bancroft, Ontario and shipping same to Eldorado Mining & Refining Limited under contracts which expire on June 30, 1964. The Company has engaged in a limited amount of outside exploration on properties staked, optioned or in partnership with other mining companies. The Company has also advanced funds to place Nickel Mining properties in production and made additional investments as set out in item 17 hereof.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	N.A.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	N.A.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	N.A.

FINANCIAL STATEMENTS

FARADAY URANIUM MINES LIMITED

BALANCE SHEET AS AT OCTOBER 31, 1963

ASSETS

CURRENT

Cash and Short Term Deposits	933,339	
Accrued Interest Receivable	86,631	
Refinery Settlements Receivable	242,314	
Deposits and Other Accounts Receivable	101,870	
Inventory of Concentrates, at cost	311,854	
Inventory of Supplies, at cost	195,848	
Prepaid Expenses	<u>13,630</u>	1,885,486

INVESTMENTS, at cost (Market Value of shares \$2,726,492)

Nickel Mining & Smelting Corporation:		
Bonds	3,014,583	
Shares	600,000	
Advances	<u>800,000</u>	4,414,583
Mortgage and Shares in Canadian Silica Corp.		<u>1,334,442</u>
Subsidiaries:		
Shares	50,011	
Advances	<u>817,098</u>	
	867,109	
Less: Allowances for losses	<u>126,959</u>	740,150
Shares in Western Mines Limited		<u>458,951</u>
Sundry, shares of other mining companies for outside exploration		<u>42,302</u>
		6,990,428

FIXED ASSETS, at cost

Mining claims, rights and leases	1,342,045	
Less: Accumulated Depletion	<u>1,309,608</u>	32,437
Buildings, plant and equipment	8,010,250	
Less: Accumulated Depreciation	<u>7,998,192</u>	12,058

Deferred Development Expenditures, less amortization		<u>8,746</u>
		<u>8,929,155</u>

LIABILITIES

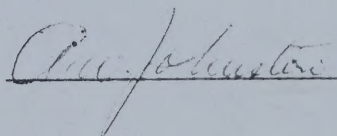
CURRENT

Accounts Payable and Accrued Charges	196,878	
Ontario Mining Tax Payable	26,000	
Income Tax Payable	<u>131,841</u>	354,719

CAPITAL STOCK - Authorized 5,000,000 shs. par value \$1.00 each

Issued and fully paid 4,405,910 shs.	4,405,910	
Less: Discount, net	<u>1,108,146</u>	
	3,297,764	
Earned Surplus	<u>5,276,672</u>	8,574,436
		<u>8,929,155</u>

We certify the above to be in accordance with the records of the Company and there has been no material change since that date.

 Director

Director

Toronto, Ontario
November 12, 1963

FARADAY URANIUM MINES LIMITED

STATEMENT OF PROFIT AND LOSS
FOR TEN MONTHS ENDED OCTOBER 31, 1963

REVENUE

Sale of Uranium Concentrates	3,550,690	
Sundry Income	<u>11,252</u>	3,561,942

OPERATING EXPENSES

Development	243,236	
Mining	1,113,318	
Milling	982,672	
Administration	<u>139,635</u>	2,478,861

Operating Profit before undernoted items 1,083,081

Provision for Ontario Mining Tax	26,000	
Outside Exploration	<u>143,851</u>	169,851
		<u>913,230</u>

Investment Income	148,128	
Less: Subsidiary losses incurred	<u>49,442</u>	98,686

Profit before depreciation, write-offs and taxes on income 1,011,916

Profit on disposal of fixed assets	(1,235)	
Depreciation of buildings, plant and equipment	10,500	
Amortization of Deferred Development	<u>4,000</u>	13,265
		<u>998,651</u>

Estimated Taxes on Income 141,000

857,651

FARADAY URANIUM MINES LIMITED

STATEMENT OF EARNED SURPLUS
OCTOBER 31, 1963

Balance December 31, 1962	6,169,220
Less: Depletion of Mining Properties	<u>1,309,608</u>
	4,859,612
Add: Net Profit for Period	<u>857,651</u>
	5,717,263
Dividend No. 6	<u>440,591</u>
	<u>5,276,672</u>

FARADAY URANIUM MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS
FOR THE PERIOD JULY 1, 1963 TO OCTOBER 31, 1963

SOURCE OF FUNDS

Net Profit for the period	291,370
Depreciation of fixed assets	4,000
Amortization of Deferred Development	<u>1,300</u>
	<u>296,670</u>

APPLICATION OF FUNDS

Increase in investments	24,587
Additions to Buildings, plant and equipment	3,694
Deferred Development Expenditures	4,622
Increase in Working Capital as follows:-	
Working Capital October 31st	1,530,767
" " June 30th	<u>1,267,000</u>
	<u>263,767</u>
	<u>296,670</u>

We certify the above to be in accordance with the records of the Company and there has been no material change since that date.

A.W. Johnston

Director

W. W. A. C. C.

Director

Toronto, Ontario
November 12, 1963

15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Augustus Exploration Ltd. 100 Adelaide Street West, Suite 1600, Toronto, Ontario. F. Findlay, Manager in Trust, c/o Canadian Imperial Bank of Commerce, King & York Streets, Toronto, Ontario. N.M.C. Securities Limited, 100 Adelaide Street West, Toronto, Ontario Merrill Lynch, Pierce, Fenner, Smith Inc., 70 Pine Street, New York 5, U.S.A. Francis I. DuPont & Co. 630 Dorchester Blvd. W. Montreal, Quebec. The Company is unable to state the exact beneficial ownership of all of the above shares. Augustus Exploration Limited is the beneficial owner of 1,335,059 shares.	1,300,000 336,683 35,059 45,218 44,549																																	
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Augustus Exploration Limited, Suite 1600, 100 Adelaide Street West, Toronto, is in a position to elect or cause to be elected a majority of the directors of the Company. Augustus Exploration Limited is controlled by Messrs. A.W. Johnston, William McKee and W.C. Campbell, all of whom are Directors of both Faraday and Nickel Mining as well as Augustus Exploration Limited. A.B. Whitelaw and L.E. Wetmore are Directors of Faraday and Augustus Exploration Limited.																																		
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><thead><tr><th></th><th>Book Value</th><th>Market Value</th></tr></thead><tbody><tr><td>3,200,000 shares Nickel Mining & Smelting Corporation</td><td>\$ 600,000.00</td><td>\$ 640,000.00</td></tr><tr><td>1,039,000 common shares Canadian Silica Corporation Ltd.</td><td>263,000.00</td><td>1,059,780.00</td></tr><tr><td>7,938 Pref. Shares Canadian Silica Corporation Ltd.</td><td>71,442.--</td><td>Nil</td></tr><tr><td>1,377 Common Shares Trigon Associates Ltd)</td><td></td><td></td></tr><tr><td>4,500 Class A Pref. Trigon Associates Ltd)</td><td>50,000.00</td><td></td></tr><tr><td>15,000 Class B Pref. Trigon Associates Ltd)</td><td></td><td></td></tr><tr><td>3,723 Class C Pref. Trigon Associates Ltd)</td><td></td><td></td></tr><tr><td>203,432 shares Western Mines Limited</td><td>458,951.49</td><td>812,728.00</td></tr><tr><td>6% First Mortgage Canadian Silica Corporation Limited</td><td>1,000,000.00</td><td></td></tr><tr><td>\$3,115,000 Prin. Amount 6% First Mortgage Bonds Nickel Mining & Smelting Corporation</td><td>3,014,583.33</td><td></td></tr></tbody></table> <p>Upon completion of the transaction with Nickel Mining & Smelting Corporation Faraday will own 6,378,284 shares of Metal Mines Limited.</p>		Book Value	Market Value	3,200,000 shares Nickel Mining & Smelting Corporation	\$ 600,000.00	\$ 640,000.00	1,039,000 common shares Canadian Silica Corporation Ltd.	263,000.00	1,059,780.00	7,938 Pref. Shares Canadian Silica Corporation Ltd.	71,442.--	Nil	1,377 Common Shares Trigon Associates Ltd)			4,500 Class A Pref. Trigon Associates Ltd)	50,000.00		15,000 Class B Pref. Trigon Associates Ltd)			3,723 Class C Pref. Trigon Associates Ltd)			203,432 shares Western Mines Limited	458,951.49	812,728.00	6% First Mortgage Canadian Silica Corporation Limited	1,000,000.00		\$3,115,000 Prin. Amount 6% First Mortgage Bonds Nickel Mining & Smelting Corporation	3,014,583.33		
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18. Brief statement of any lawsuits pending or in process against company or its properties.	None																																		
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None																																		
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	Valuation of the assets of Faraday and of Nickel Mining & Smelting Corporation Limited has been carried out by an independent appraisal conducted by Kilborn Engineering Limited. The ratio of shares which Faraday will receive in Metal Mines Limited to that to be held by the present shareholders of Nickel Mining & Smelting Corporation Limited has been determined by the directors of the two companies on the basis of the said valuation by Kilborn Engineering Limited and of the Financial Statements as of June 30, 1963, prepared by Hilborn, Vigeon & Co. on behalf of Faraday and by Thorne, Mulholland, Howson & McPherson on behalf of Nickel Mining & Smelting Corporation. No shares are now, or are to be as a result of this transaction, in the course of primary distribution to the public. There are no other material facts.																																		

CERTIFICATE OF THE COMPANY

DATED December 10, 1963

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"A.W. Johnston"

FARADAY URANIUM MINES LIMITED

CORPORATE

SEAL

Director

"A.B. Whitelaw"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

Director

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)